

(Per ILA Approval Requirements)

CA Approval

JB Approval

REGIONAL FARE COORDINATION SYSTEM

CHANGE ORDER NO. 45

CONTRACTOR: ERG Transit Systems (USA) Inc.
CONTRACT NUMBER: 229944

This Change Order to Contract #229944 ("Change Order") is executed as of March 1, 2010, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of Vix ERG Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to execute this Change Order No. 45 and the attached Amendment 63, to modify the Contract Division II Sections 6.II-2.2.1 Common Institutional Program Requirements, subsection (f) and 6.II-4.2.1 Fare Card Management Card Initialization, and Division 1 Exhibit 9 Price Schedule, Section VI "implementation Special Programs. The purpose of these changes are to provide for the capability to block the e-purse functionality for specified Institutional card groups. This work is to be performed per the requirements described in SEA-04086 RFCS RFI 448 (I-001938) *Institutional Cards Without E-purse v20.0* provided to the Agencies by ERG on January 22, 2010.

Changes

The Agencies and the Contractor hereby agree to the following changes to the Contract:

1.0 Division II Changes

1.1 The following section of Section 6.II-2 Institutional Programs is revised to read as follows:

6.II-2.2 Functional Requirements

2.2.1 Common Institutional Program Requirements

The Contractor shall support the following requirements that are common to all of the Institutional Programs (DR 2):

- (a) The Contractor shall initialize all fare cards for Institutional Program participants with the appropriate customized parameters applicable to the Institution and program, subject to the provisions of 6.II-4.2.1.
- (b) The Contractor shall utilize Institutional Account identification numbers supplied by the Agencies.
- (c) The Contractor shall distribute initialized fare cards to a designated Agency responsible for redistribution to the institutions. The institution will issue cards to the individual card holders.
- (d) The Agencies shall be provided with functions, systems and services to complete initialization and distribute fare cards to the institutions.
- (e) The Contractor shall provide program support to the institutions including:
 - i. Customer Service (per Section 6.II-1) including telephone and Internet support.
 - ii. Fare Card Management (per Section 6.II-4).
 - iii. Clearinghouse Services (per Section 6.II-5).
 - iv. Financial Management (per Section 6.II-7).
 - v. Network Management (per Section 6.II-8).
- (f) The Contractor shall implement on-going changes to the transportation programs of individual institutions as directed by the Agencies. These changes shall include:
 - i. The addition or deletion of cardholders to the program.
 - ii. Changes to the defined fare payment options.
 - iii. Changes to the designation of the applicable Agency services.
 - iv. Changes to the billing cycle.
 - v. Cancellation and credit back of unused voucher subsidy or fare products.
 - vi. Changes in the amount of the institution subsidy for immediate or a future effective date.
 - vii. Blocking of designated fare cards to prevent further use of the Institutional Program application or the entire card.
 - viii. Un-blocking of the Institutional Program application for employees/students/staff/clients who have re-joined the program.
 - ix. Blocking, or rendering it otherwise inaccessible, the e-purse functionality for specified Institutional card groups. Once blocked, the e-purse cannot be unblocked.
- (g) The Contractor shall provide the revalue options identified in Section 6.II-9 for institutional program cardholders.
- (h) The Contractor shall be responsible for all transaction data processing required to support the billing for Institutional Programs.
- (i) The Contractor shall provide a single consolidated invoice or billing information to a designated Agency for invoicing to the institution as follows:
 - ii. Flexible billing options shall be provided that allow the institution to pay over time (e.g. partial billing monthly; 50% @ 30 days, 50% @ 90 days, etc.).
 - iii. Billing options shall be at the direction of the Agencies for specific institutions.
 - iv. The bill shall be broken down by Agency, transaction volume, type of transaction, and cost.
 - v. A penalty shall be applied to any outstanding balance due for that invoice. The penalty shall be fixed at a rate not to exceed that allowable under State of Washington law. Any payment not received by the clearinghouse within thirty (30) days of receipt of a billing invoice is past due.
- (j) The Contractor shall provide the following mechanisms for an institution to manage and update card accounts, and order/update products:

- i. A secure Internet Website as described in Section 6.II- 1.2.5.
- ii. Through transfer of an electronic file of card serial number, privileges and products.

(k) Card and account management and update features shall include:

- i. The capability of transmitting program changes to the clearinghouse system on a scheduled and un-scheduled basis.
- ii. The ability to generate reports from the clearinghouse database on the use of the program by their employee/student/faculty/staff/clients, and the status of all cards, voucher subsidies, and product loads.
- iii. The ability for Commercial Accounts to generate reports from the Clearinghouse data base to determine their employee use.

(l) The Contractor shall provide campus and human services institutions with the capability to carry out fare card imprinting with logos/graphic information and/or employee/student/staff/client photographs.

(m) The Contractor shall provide systems and procedures to maintain confidentiality and privacy on the use of individual fare cards, to be accessible only by the Agencies or institution.

1.2 The following section of Section 6.II-4 Fare Card Management is revised to read as follows:

6.II-4.2 Functional Requirements

4.2.1 Card Initialization

- (a) The Contractor shall provide the capability to unblock a card and complete the initialization process at the time of issuance. Card initialization parameters shall include at a minimum:
 - i. Fare category, privileges, and other cardholder-specific information
 - ii. Automatic revalue provisions
 - iii. Institutional account ID, parameters and options
- (b) The Contractor shall provide the capability for Institutions to order and the Agencies to issue cards for specified Institutional card groups with the e-purse blocked or otherwise inaccessible. The e-purse block shall not prevent cardholders from loading any other fare products on their cards.

2.0 System Documentation Changes

2.1 The Contractor will update all affected system documentation to include, but not be limited to those documents identified by the Contractor in SEA-04086 RFCS-RFI 448 V20

(a) Institutional Programs/Business Accounts Website:

- i. SEA-00029 Common Institutional Program Requirements
- ii. SEA-01654 ORCA Business Account Website Functional Specification
- iii. SEA-00366 RFCS Business Accounts Website Operations Manual
- iv. SEA-01868 Business Accounts Website Operations – Instructor Guide
- v. SEA-01870 Business Accounts Website Operations – Quick Reference
- vi. SEA-01867 Business Accounts Website Ops – Presentation
- vii. SEA-01869 Business Accounts Website Ops – Student Workbook

(b) Agency Website:

- i. SEA-01535 ORCA Agency Website Functional Specification
- ii. SEA-2855 RFCS Agency Website Operations – Presentation
- iii. SEA-2703 RFCS Agency Website Operations – Instructor Guide
- iv. SEA-2704 RFCS Agency Website Operations – Student Workbook
- v. SEA-00365 RFS Agency Website Operations Manual

3.0 Schedule of Work

3.1 The Contractor will complete this work in Maintenance Release 10.

4.0 Compensation Changes

4.1 Division 1 Exhibit 9, Price Schedule is hereby amended without further execution as provided in Amendment 63, attached hereto as "Change Order 45 – Attachment A", to add a new Special Program to provide for the fixed compensation due for all the Work of this Change Order in the amount of \$28, 936.

5.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order 45 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 45 to Contract #229944 as of the date set forth below its signature.

Vix ERG Transit Systems (USA) Inc.

By: Douglas J. Larson
Its: VICE PRESIDENT
Date: 26th Feb, 2010
UNDER PROTEST

The Agencies

By: Candace Carlson
Their: Contact Administrator
On behalf of the Agencies
Date: March 1, 2010

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Change Order No. 45 - Attachment A

Amendment 63

to the

Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 63 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 1st day of March, 2010, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of Vix ERG Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

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5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to amend the "Special Programs" list in Section VI Implementation of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 45 to which this Amendment is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Agencies and the Contractor hereby agree to amend the Contract as follows:

Section 1.0

Section VI Implementation Special Programs of Exhibit 9, Price Schedule is hereby amended to add the following:

**VI. IMPLEMENTATION
SPECIAL PROGRAMS**

LUMP SUM COST

Change Order No. 45

To perform the work necessary to provide the system capability to block the e-purse functionality for specified Institutional card groups.	
TOTAL	\$28, 936